

FILED

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

FEB 19 2001

CLERK'S OFFICE
U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
BALTIMORE

In re:

FRANK'S NURSERY & CRAFTS, INC., et
al.,

Debtors.

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Case Nos. 01-52415-JS THROUGH 01-52416-JS
(Chapter 11)
(Jointly Administered)

* * * * *

**DEBTORS' MOTION FOR ORDER: (A) DETERMINING ADEQUATE
ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES; AND (B)
PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING OR
DISCONTINUING SERVICE TO THE DEBTORS
PURSUANT TO SECTION 366 OF THE BANKRUPTCY CODE**

Frank's Nursery and Crafts, Inc. ("Frank's") and FNC Holdings, Inc. ("FNC"), the above-captioned debtors and debtors in possession herein (collectively, the "Debtors"), by counsel, file their Motion for Order: (a) Determining Adequate Assurance of Payment for Future Utility Services; and (b) Prohibiting Utility Companies From Altering, Refusing or Discontinuing Service to the Debtors Pursuant to section 366 of the Bankruptcy Code (the "Motion"), and in support thereof state:

Jurisdiction

1. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue of these cases lies properly with this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157.

2. The relief sought with this Motion is based upon section 366(b) of Title 11 of the United States Code, 11 U.S.C. §§ 101 et. seq. (the "Bankruptcy Code").

2

The Chapter 11 Cases

3. On the date hereof (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court. The Debtors continue in possession of their respective properties and the management of their respective businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. By motion submitted to the Court concurrently herewith, the Debtors seek entry of an order authorizing the procedural consolidation and joint administration of these cases.

The Debtors and Their Business Operations

5. Frank's, founded in 1949, operates the largest United States chain (as measured by sales) of specialty retail stores devoted to the sales of lawn and garden products. Lawn and garden products include green and flowering plants for outdoor and indoor usage, live landscape products such as trees and shrubs, fertilizers, seeds, bulbs, gardening tools and accessories, planters, watering equipment, garden statuary and furniture, wild bird food and feeders, mulches and specialty soils. Frank's also is a leading retailer of Christmas Trim-A-Tree merchandise, artificial flowers and arrangements, garden and floral crafts, and home decorative products. FNC (formerly known as General Host Corporation) is the sole shareholder of Frank's.

6. As of February 9, 2001, Frank's operated 217 retail stores in 15 states, primarily in the Mid-Atlantic, Midwest and Northeast. At that time, an additional 44 stores were being closed as part of a previously announced plan to sell under-performing store locations. In its fiscal year ending January 28, 2001, Frank's had sales of approximately \$435 million. Currently, the Debtors employ approximately 1,900 full-time and 5,000 part-time employees. As

of November 5, 2000, the Debtors had total assets of approximately \$471.9 million and total debt of approximately \$338 million.

7. The Debtors' sales are seasonal. The lawn and garden revenues are concentrated principally in the Spring and, to a lesser extent, in the Fall. The Trim-A-Tree sales occur between Thanksgiving and Christmas.

8. During most of the first half of 2000, weather patterns negatively impacted lawn and garden product sales across the Debtors' principal markets. During the third quarter of 2000, the Debtors decided to close 44 under-performing stores, liquidate their inventories, and sell the closed stores owned by the Debtors. Later in 2000 it became apparent that the Debtors' Trim-A-Tree holiday season sales were below expectations, which was consistent with the general softness in sales at retailers during this period.

9. In 2001, notwithstanding excess borrowing availability under their existing bank credit facilities, the Debtors were unable to draw down sufficient funding to meet the Debtors' working capital needs because the Prepetition Lenders asserted that various conditions to borrowing had not been met. (The Prepetition Lenders, however, did provide limited funding subject to various conditions.) Also, in the relatively short period since access to their credit facilities had been curtailed, the Debtors were unable to secure additional funding to meet those working capital needs. Ultimately, the Debtors determined the most appropriate method to obtain such financing and achieve their restructuring objectives was through chapter 11 filings.

Relief Requested

10. By this motion, the Debtors seek the entry of an order pursuant to Sections 366 and 105(a) of the Bankruptcy Code: (a) determining adequate assurance of payment for future utility services; and (b) prohibiting utility companies from altering, refusing or discontinuing such service to the Debtors without appropriate notice and a hearing. A list identifying the utility companies believed to be providing services to the Debtors is annexed hereto as **Exhibit A** (together with any utility companies inadvertently excluded from **Exhibit A**, the “Utility Companies”).

11. The order proposed by the Debtors would provide that: (i) the Debtors’ current liquidity is sufficient to provide adequate assurance of payment; and (ii) no Utility Company may act unilaterally in altering, refusing or discontinuing service to the Debtors. Each Utility Company, however, may petition this Court for relief consistent with Section 366 based on the facts and circumstances arising after the Petition Date, and request that the Debtors provide additional adequate assurance of payment. If a Utility Company files such a motion, then the relief sought herein would not shift any burden of proof imposed on the Debtors or the Utility Company.

12. As reflected on **Exhibit A**, utility services are provided to the Debtors in fifteen (15) states. The Debtors maintain over three-hundred (300) accounts with Utility Companies. Should the Utility Companies discontinue or otherwise disrupt services to the Debtors for even a brief period, the Debtors’ operations could be severely harmed, jeopardizing the Debtors’ reorganization efforts. Therefore, it is critical that the utility services continue without interruption.

13. Pursuant to section 366, utilities may alter, refuse, or discontinue service to a debtor if, within twenty (20) days of the Petition Date, such utilities do not receive adequate

assurance of payment. Section 366 applies to entities providing electricity, gas, oil, water, trash removal, and/or telephone services, as well as any other entity that supplies services that cannot be readily obtained or replaced elsewhere, or which constitutes a monopoly with respect to the services it provides the debtor. See In re Coastal Dry Dock & Repair Corp., 62 B.R. 879, 883 (Bankr. E.D.N.Y. 1986) (landlord of Brooklyn Navy Yard “occupies a special position with respect to the debtor in its role as [debtor’s] utility supplier”).

14. Whether a Utility Company is subject to an unreasonable risk of nonpayment must be determined from the facts and circumstances of each case. Section 366 contemplates that a utility must receive assurance of payment that is sufficient given the debtor’s financial situation. In re Caldor, Inc. - NY, et al., 117 F.3d 646 (2nd Cir. 1997); In re Penn Jersey Corp., 72 B.R. 981, 982 (Bankr. E.D. Pa. 1987). See also In re Utica Floor Maintenance, Inc., 25 B.R. 1010, 1018 (N.D.N.Y. 1982) (where debtor “has a sufficiently substantial and liquid estate, no further security [other than an administrative claim] is required”).

15. The facts and circumstances of these cases demonstrate the Utility Companies are subject to no unreasonable risk of nonpayment by the Debtors. The Debtors have filed a motion of even date herewith, requesting, among other things, approval of a substantial debtor in possession financing facility. If granted, the Debtors will have sufficient liquidity to timely meet all postpetition utility obligations. See In re Caldor, Inc. - NY, et al., 117 F.3d 646 (2nd Cir. 1997).

16. Prior to the Petition Date, the Debtors’ utility suppliers were paid on a regular and timely basis. To the best of the Debtors’ knowledge, the Debtors were substantially current in their utility payments with all utility suppliers until immediately prior to the filing of their Petitions due to the Debtors’ current liquidity crisis.

17. Additionally, the Debtors intend to make all postpetition utility payments in a timely manner.

18. The express terms of section 366(b) provide that the Utility Companies may terminate services twenty (20) days after the Petition Date without reference to any notice requirements. Such termination obviously would have a devastating impact upon the operation of the Debtors' business.

19. Accordingly, the Debtors merely seek to prevent the Utility Companies from acting unilaterally to the detriment of the Debtors.

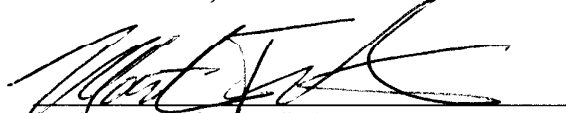
Conclusion

WHEREFORE, the Debtors respectfully request entry of an order substantially similar to the attached proposed order granting the relief requested herein and granting such other and further relief as may be just and proper.

WILLKIE FARR & GALLAGHER
Alan Lipkin, Esquire
Steven Wilamowsky, Esquire
Carolynn H.G. Pedreira, Esquire
787 Seventh Avenue
New York, New York 10019-6099
(212) 728-8000

and

WHITEFORD, TAYLOR & PRESTON L.L.P.



Paul M. Nussbaum, #04394
Martin T. Fletcher, #07608
Seven Saint Paul Street, Suite 1400
Baltimore, Maryland 21202
(410) 347-8700

Co-Counsel for the Debtors,
Frank's Nursery & Crafts, Inc., et al.

CERTIFICATE OF SERVICE

I certify that on this 19th day of February, 2001, a copy of the foregoing pleading was sent by the means indicated and to the parties identified on the Omnibus Certificate of Service filed concurrently with this pleading. In order to expedite the copying and transmittal of pleadings to parties in interest, a copy of the Omnibus Certificate of Service was not transmitted with the pleading. Any party desiring a copy of the Omnibus Certificate of Service may contact the undersigned or may review the original at the Clerk's Office.


Martin T. Fletcher

Exhibit A

EXHIBIT A
(LIST OF UTILITIES)

U S West Communications
P. O. Box 1301
Minneapolis MN 55483-0001

Sterling Commerce
P.O. Box 73199
Chicago IL 60673

SNET
P. O. Box 1861
New Haven Ct 06508-0901

MCI Worldcomm
P.O. Box 70699
Chicago IL 60673-0699

Ameritech
P.O. Box 1838
Saginaw MI 48605

AT&T
P.O. Box 9001310
Louisville KY 40209-1310

Bell Atlantic
P.O. Box 408
Cockeysville MD 21030

Verizon
Box 8585
Philadelphia PA 19130-001

Verizon
P.O. Box 28000
Lehigh Valley, PA 18002-8000

Verizon
P.O. Box 28000
Lehigh Valley, PA 18002-8000

Bellsouth
P.O. Box 70807
Charlotte, NC 28272-0807

Verizon
P.O. Box 17398
Baltimore, MD 21297-0429

Verizon
P.O. Box 17577
Baltimore, MD 21297-0513

Cincinnati Bell
Dept 1811
Cincinnati, OH 45274-1811

Frontier
P.O. Box 92833
Rochester, NY 14692-8933

Alltel Corporation
P.O. Box 8017
Little Rock, AR 72203-8017

Bell Atlantic
P.O. Box 646
Wilmington, DE 19896

Verizon
P.O. Box 920041
Dallas, TX 75392-0041

Ameritech
P.O. Box 4520
Carol Stream, IL 60197-4520

MCI Worldcom Services
P.O. Box 856059
Louisville, KY 40285-6069

Ameritech
P.O. Box 5030
Saginaw, MI 48663-0001

Verizon
P.O. Box 4833
Trenton, NJ 08650-4833

Verizon
P.O. Box 15150
Worcester, MA 01615-0150

Verizon
P.O. Box 15124
Albany, NY 12212-5124

EXHIBIT A
(LIST OF UTILITIES)

Verizon
P.O. Box 1100
Albany, NY 12250-0001

Qwest
P.O. Box 1301
Minneapolis, MN 55483

Southern New England Tele
P.O. Box 1861
New Haven, CT 06508

Bellsouth
P.O. Box 70807
Charlotte, NC 28272-0807

Southwestern Bell
P.O. Box 940012
Dallas, TX 75394-0012

Sprint
P.O. Box 30723
Tampa, FL 33630-3723

Sprint
P.O. Box 740463
Cincinnati, OH 45274-0463

Business Options Incorporated
Department #7
Merrillville, IN 46410

Meadowbrook Village Mall
Department 377925
Detroit, MI 48277-0925

A&P/Farmer Jacks Supermarkets
P O Box 79001
Detroit MI 48279-0493

King Of Prussia Associates
P O Box 829412
Philadelphia, PA 19182-9412

Kimco White Lake 667, Inc.
C/O Kimco Realty Corporation
New Hyde Park, NY 11042-0020

American Electric Power
P.O. Box 24417
Canton, OH 44701-4417

Connexus Engery
P.O. Box 1808
Minneapolis, MN 55480

Baltimore Gas & Electric Co.
P.O. Box 1431
Baltimore, MD 21203

Anderson City
120 E. 8th Street
Anderson, IN 46016

Conectiv Power Delivery
P.O. Box 4875
Trenton, NJ 08650

Mishawaka Municipal Utilities
126 N. Church Street
Mishawaka, IN 46544-0363

Board Of Water & Light
123 W. Ottawa Street
Lansing, MI 48933

Cinergy/Cg&E
P.O. Box 740444
Cincinnati, OH 45274-0444

Central Hudson Gas Co.
284 South Ave. Dept. 100
Poughkeepsie, NY 12601-4839

City Of Naperville
400 South Eagle St
Naperville, IL 60566-7020

Holland Board Of Public Works
625 Hastings Ave.
Holland, MI 49423-5475

City Of St. Charles
2 E. Main Street
St. Charles, IL 60174-1984

Con Edison
Jaf Station
New York, NY 10060-0016

EXHIBIT A
(LIST OF UTILITIES)

Connecticut L & P
C/O Northeast Utilities
Hartford, CT 06104

Middleton Municipal Electric
197 North Main St
Middleton, MA 01949-1655

American Electric Power
P.O. Box 24418
Canton, OH 44701-4418

Commonwealth Edison
Bill Payment Center
Chicago, IL 60668-0001

Consumers Energy
Lansing, MI 48937-0001

Massachusetts Electric
Processing Center
Woburn, MA 10807-0005

Dakota Electric Associati
4300 220th Street West
Farmington, MN 55024

Dayton Power & Light Co.
5611 Merily Way
Huber Hts., OH 45424

Detroit Edison
P.O. Box 67-069a
Detroit, MI 48267

Florida Power Corp.
P.O. Box 33199
St. Petersburg, FL 33733

FPL
General Mail Facility
Miami, FL 33188-0001

American Electric Power
P.O. Box 24407
Canton, OH 44701-4407

Indianapolis Power & Light
P. O. Box 110
Indianapolis, IN 46206-0110

GPU Energy
P.O. Box 203
Allenhurst, NJ 07709

Louisville Gas And Elect.
P.O. Box 32000
Louisville, KY 40232

Lipa/Brooklyn Union
P.O. Box 888
Hicksville, NY 11815

Massachusetts Electric
1101 Turnpike St N
Andover E, MA 01845-6195

Norwood Town Of
P.O. Box 9101
Norwood, MA 02062

Northern Virginia Electric Coop
P.O. Box 3510
Manassas, VA 20108-0960

Northern Indiana Public Serv.
P.O. Box 13007
Merrillville, IN 46411-3007

XCEL Engery
P.O. Box 9477
Minneapolis, MN 55484

Connecticut Light & Power
C/O Northeast Utilities
Hartford, CT 06104

Western Massachusetts Ele
C/O Northeast Utilities
Hartford, CT 06104-2959

Ohio Edison
P.O. Box 3690
Akron, OH 44309

PSE & G Co
P.O. Box 14106
New Brunswick, NJ 08906-4106

Peco
P.O. Box 7888
Philadelphia, PA 19101

Pennsylvania Pwr & Light
Two North Ninth Street
Allentown, PA 18101

EXHIBIT A
(LIST OF UTILITIES)

Peco Energy
P.O. Box 13437
Philadelphia, PA 19101

Pepco
P.O. Box 97275
Washington, WA 20090-7275

Cinergy PSI
P.O. Box 740263
Cincinnati, OH 45274-0263

Rouge Valley Sewage Dispo
900 West Lafayette
Detroit, MI 48226

Cinergy PSI
P.O. Box 740263
Cincinnati, OH 45274-0263

Southern Maryland Electri
P.O. Box 2000
Hughesville, MD 20637-0200

Cedarbrook Plaza Inc
General Post Office
New York, NY 10087-6316

Teco Tampa Electric
P.O. Box 31318
Tampa, FL 33631-3318

Withlacoochee River Elect
P.O. Box 278
Dade City, FL 33526

Davie Town Of
P.O. Box 5917
Ft. Lauderdale, FL 33310-5917

Cinergy/Ulh&P
Dept. 282
Cincinnati, OH 45274-0282

Toledo Edison
P.O. Box 3639
Akron, OH 44309-3639

Ameren UE
P.O. Box 66529
St. Louis, MO 63166-6529

Ameren UE
P.O. Box 66301
St. Louis, MO 63166-6301

Taunton Municipal
Lighting Plant
Taunton, MA 02780

United Illuminating
P.O. Box 9230
Chelsea, MA 02150-9230

Wright-Hennepin
P.O. Box 330
Rockford, MN 55373-0330

Westfield Gas & Elect Light
100 Elm St
Westfield, MA 01086-0870

Dominion Virginia Power
P.O. Box 26543
Richmond VA 23290-0001

Peoples Engery
P.O. Box 6239
Carol Stream, IL 60197-6239

Duquesne Light Company
Payment Processing Center
Pittsburgh, PA 15230-0010

Rubloff Development Group, Inc
6277 East Riverside Blvd.
Rockford, IL 61114

Akmans Limited Partnership
905 Holborn Street
Silver Springs, MD 20902

All American Sanitation
5101 Thompson Road
Gahanna, OH 43230

Anderson City
120 E 8th Street
Anderson, IN 46016

EXHIBIT A
(LIST OF UTILITIES)

Ann Arbor Treasurer
100 N. Fifth Ave.
Ann Arbor, MI 48108

Anne Arundel Util-Maryland
P.O. Box 427
Annapolis, MD 21404-0427

Apple Valley City Of
14200 Cedar Ave
Apple Valley, MN 55124

Bay County Dept. Of Water
3933 Patterson Road
Bay City, MI 48706

Berlin, Bourough Of
59 S. White Horse Pike
Berlin, NJ 08009

Bloomfield Twp
P.O. Box 489
Bloomfield Hills, MI 48013

Bloomington, Village Of
201 S. Bloomington Road
Bloomington, IL 60108

Bloomington, City Of
2215 W Old Shakopee Rd
Bloomington, MN 55431

Board Of Water & Light
P.O. Box 13007
Lansing, MI 48901-3007

Botzler Emory Joppa, L.P.
C/O Mercantile Safe Deposit &
Baltimore, MD 21203

Brick Twp. Utilities Auth
1551 Highway 88 West
Brick, NJ 08724

Bridgeport Hydraulic Co
P.O. Box 15667
Worcester, MA 01615-6667

Bridgewater Twp
P.O. 6300
Bridgewater, NJ 08807

Bucks County Water & Sewer Authority
P.O. Box 8500-2130
Philadelphia, PA 19178-2130

Canton Twp Water Dept
1150 S Canton Ctr Rd
Canton, MI 48188

Canvasser Investment Co
30200 Telegraph Road
Bingham Farms, MI 48025-4504

Caseyville Township Sewer
P.O. Box 1900
Fairview Heights, IL 62208

Charles County Government
Department Of Public Works
La Plata, MD 20646-1630

Charter Township Of
West Bloomfield
West Bloomfield, MI 48325-0130

Charter Township Of Independence
James R. Wenger, Treasurer
Clarkston, MI 48347-0069

Chester Water Authority
5th & Welsh Sts.
Chester, PA 19016

Cincinnati Water Works
Department 1845
Cincinnati, OH 45274-1845

City Of Auburn Hills
1827 N Squirrel Road
Auburn Hills, MI 48057

City Of Aurora
44 E. Downer River
Aurora, IL 60507

City Of Baltimore-Dir Of
200 N. Holiday St.
Baltimore, MD 21202

City Of Battle Creek
Water Division
Battle Creek, MI 49016

City Of Blaine
NW 7512
Minneapolis, MN 55485-7512

EXHIBIT A
(LIST OF UTILITIES)

City Of Bradenton
P.O. Box 30565
Tampa, FL 33630

City Of Brockton C/O Tax
45 School Street
Brockton, MA 02401

City Of Calumet
204 Pulaski Rd.
Calumet City, IL 60409

City Of Clawson
425 N. Main Street
Clawson, MI 48017

City Of Columbus
P.O. Box 182882
Columbus, OH 43218-2882

City Of Coon Rapids
11155 Robinson Dr
Coon Rapids, MN 55433

City Of Crystal Lake
100 West Municipal Complex
Crystal Lake, IL 60039-0597

City Of Dearborn Hts.
6045 Fenton
Dearborn Hts., MI 48127

City Of Eden Prairie
8080 Mitchell Rd #200a
Eden Prairie, MN 55344

City Of Elgin
150 Dexter Ct.
Elgin, IL 60120-5557

City Of Fairfax
P.O. Box 907
Fairfax, VA 22030-3630

City Of Farmington
Water Department
Farmington, MI 48024

City Of Flint
P.O. Box 1950
Flint, MI 48501

City Of Grandville
3195 Wilson Ave
Grandville, MI 49418

City Of Harrisburg
City Treasurer, City Government
Harrisburg, PA 17101

City Of Hilltop
4555 Jackson Street N.E.
Hilltop, MN 55421

City Of Huber Heights
P.O. Box 24099
Huber Heights, OH 45424

City Of Kirkwood
P.O. Box 220579
Kirkwood, MO 63122-0579

City Of Lincoln Park
1355 Southfield
Lincoln Park, MI 48146

City Of Livonia
33000 Civic Center Dr
Livonia, MI 48154

City Of Middletown
P.O. Box 428687
Middletown, OH 45042-8687

City Of Minnetonka
14600 Minnetonka Blvd
Minnetonka, MN 55345

City Of Naperville
400 South Eagle St
Naperville, IL 60566-7020

City Of New Hope
4401 Xylon Ave.
New Hope, MN 55428

City Of New Port Richey Utility
5919 Main Street
New Port Richey, FL 34652

City Of Norton Shores
Water & Sewer Div.
Norton Shores, MI 49441

City Of O'Fallon, ILL
255 S. Lincoln Ave.
O'Fallon, IL 62269

EXHIBIT A
(LIST OF UTILITIES)

City Of Oak Park
13700 Oak Park Blvd.
Oak Park, MI 48237

City Of Portage
7900 S. Westnedge Ave
Kalamazoo, MI 49002-5160

City Of Rochester Hills
1000 Rochester Hills Dr.
Rochester Hills, MI 48309-3034

City Of Roseville
2660 Civic Center Dr
Roseville, MN 55113

City Of Saint Charles
200 N. Second
Saint Charles, MO 63301

City Of Southgate
Water & Sewer Department
Southgate, MI 48195

City Of Springfield
City Collector's Office
Springfield, MA 01101

City Of Springfield Ohio
P.O. Box 641099
Cincinnati, OH 45264

City Of St Paul-Water
8 4th St E Ste 200
St. Paul, MN 55101-1007

City Of St. Charles
2 E. Main Street
St. Charles, IL 60174-1984

City Of St. Louis
Water Division
St. Louis, MO 63166-6787

City Of Sterling Hgts
P O Box 8025
Sterling Hgts, MI 48311-8025

City Of Tampa Utilities
P.O. Box 30191
Tampa, FL 33630-3191

City Of Warren Water Div.
29500 Van Dyke
Warren, MI 48093

City Of Waukegan
106 N. Utica Street
Waukegan, IL 60085

City Of Westfield
59 Court St
Westfield, MA 01085

City Of Wheaton
303 W Wesley St
Wheaton, IL 60187

City Of Woodbury
NW 7635
Minneapolis, MN 55485-7635

City Of Woodbury
Water & Sewer Dept
Woodbury, NJ 08096

City Utilities - Fort Wayne
One Main St
Ft. Wayne, IN 46802

Clarksville Wastewater De
P.O. Box 2668
Clarksville, IN 47131

Clarksville, City Of
Gas & Water Dept
Clarksville, TN 37041-0387

Clinton Twp. Water Dept.
Drawer #641460
Detroit, MI 48264-1460

Columbus City Utilities
P.O. Box 1987
Columbus, IN 47202-1987

Connecticut Water Co
P.O. Box 9683
Manchester, NH 31089-683

County Of Stafford
P O Box 1195
Stafford, VA 22555

County Septic Tank
P.O. Box 61
Hawthorne, NY 10532

EXHIBIT A
(LIST OF UTILITIES)

D & E Realty Co.
C/O Baum Associates
South Orange, NJ 07079

D & H Distributing Company
Attention: James F. Schwab
Harrisburg, PA 17110

Danvers Town Of
2 Burroughs St
Danvers, MA 01923

Deerfield Village
850 Waukegan Rd.
Deerfield, IL 60015

Delran Center Limited Partnershi
C/O Dion & Segal Associates
Delran, NJ 08075

Delta-Lansing, Charter Tw
7710 W. Saginaw
Lansing, MI 48917

Dept Of Pub Util-Toledo
Cs# 10017
Toledo, OH 43667

Dept Of Water Works
P.O. Box 888
Michigan City, MI 46360

DTMUA
P.O. Box 5087
Deptford, NJ 08096

Duckett Creek Sewer
3550 Highway K
St Charles, MO 63304

Dupage County Public Works
421 N. County Farm Rd.
Wheaton, IL 60187

Eagan, City Of
P.O. Box 21199
Eagan, MN 55123-1034

East Norriton Township
2501 Stanbridge Street
Norristown, PA 19401-9990

East Windsor Municipal
Utilities Authority
E. Windsor, NJ 08520

Elizabethtown Water Co
P.O. Box 16813
Newark, NJ 71016-813

Energy Management Systems
P.O. Box 538
Malvern, PA 19355-0538

Evanston, City Of
Water Department
Evanston, IL 60204-0832

Facility Management Solutions
1820 South Bend
South Bend, IN 46637

Fairfax County Water
Authority
Merrifield, VA 22116-0821

Falls Twps Water & Sewer Dept
P.O. Box 703
Newtown, PA 18940-0703

Flint - Charter Twp.
1490 S. Dye Rd
Flint, MI 48532

Florence Water & Sewer Commissio
P.O. Box 485
Florence, KY 41042

Fox Metro W.R.D.
P.O. Box 109
Montgomery, IL 60538

Fredericksburg, City Of
City Treasurer
Richmond, VA 23260-6231

GebSCO Realty Corporation
410 Boston Post Road, Suite 22
Sudbury, MA 01776

Gordon's Corner Water Co.
P.O. Box 6076
Elizabeth, NJ 07207-6076

Grand Rapids, City Of
1101 Monroe Ave., NW
Grand Rapids, MI 49503

EXHIBIT A
(LIST OF UTILITIES)

Greenlawn Water Dist
45 Railroad St
Greenlawn, NY 11740

Hadley Town Collector
100 Middle St.
Hadley, MA 01035

Hamilton Township Sewer Utility
2090 Greenwood Ave
Hamilton, NJ 08650

Hamltm Wstrn Utlties
P.O. Box 1009
Carmel, IN 46032

Harford County, Md.
P.O. Box 609
Bel Air, MD 21014

Hazardville Water Co.
281 Hazard Ave
Enfield, CT 06082

Hazardville Water Co
325 Hazards Ave
Enfield, CT 06082

Hazlet Twp Sewage
16 Brookside Ave
Hazlet, NJ 07730

Hillsborough County Dept.
P.O. Box 30702
Tampa, FL 33630-3702

Holland Board Of Public Works
625 Hastings Ave.
Holland, MI 49423-5475

HRUBS
P.O. Box 1453
Norfolk, VA 23501-1453

Hunnington Place Associates
Section #456
Louisville, KY 40289

Illinois Power Company
P.O. Box 2522
Decatur, IL 62525-2522

Indiana-American Water Co
P.O. Box 2555
Decatur, IL 62525-2555

Indiana-American Water Co
P.O. Box 6062
Indianapolis, IN 46206-6062

Indianapolis Water Co.
P.O. Box 1990
Indianapolis, IN 46206

J. Robert True
Clermont County Treasurer
Cincinnati, OH 45264-0515

Joliet, City Of
150 W. Jefferson St.
Joliet, IL 60431

Juniper Properties Ltd., Inc
Juniper Properties Group
Huntingdon Valley, PA 19006

Kalamazoo Dept. Of Public Utilities
415 E. Stockbridge Ave.
Kalamazoo, MI 49001-2898

Knoxville Utilities Board
P.O. Box 59017
Knoxville, TN 37950-9017

Kr Macarthur Associates Lp
C/O Kramont Operating Partnership
Plymouth Meeting, PA 19462

Lafayette Water & Sewage
City Hall
Lafayette, IN 47902-1688

Levittown Water Dist
1995 Prospect Ave
East Meadow, NY 11554

Lindrick Service Corp
P.O. Box 1176
New Port Richey, FL 34656-1176

Louisville Water Company
P.O. Box 32460
Louisville, KY 40232-2460

Maplewood Town Center
Partnership
Little Canada, MN 55117

EXHIBIT A
(LIST OF UTILITIES)

Maplewood Town Center Partnership
C/O Marco Property Management
Little Canada, MN 55117

Matteson Village
4900 Village Commons
Matteson, IL 60443

Meridian Charter Twp.
P.O. Box 1400
Okemos, MI 48805

Merrillville Conservancy
6250 Broadway
Merrillville, IN 46410

Metropolitan District
555 Main St
Hartford, CT 06101

Metropolitan St .Louis Swr
Box 437
St. Louis, MO 63166-0437

Mishawaka Municipal Utilities
126 N. Church Street
Mishawaka, IN 46544-0363

Missouri-American Water
P.O. Box 2558
Decatur, IL 62525-2558

Missouri-American Water
P.O. Box 419088
St. Louis, MO 63141-9088

Monroeville Water Authority
4185 Old Wm Penn Highway
Monroeville, PA 15146

Montgomery County Sanit.
451 W. Third St
Dayton, OH 45422-1401

Montgomery Township
Municipal Sewer Authority
Montgomery, PA 18936-9605

Mt. Morris Twp.
5447 Bicentennial Pkwy
Mt. Morris, MI 48458

Municipal Authority Of The Twps. Of
Robinson
Pittsburgh, PA 15264-2715

National Development LLC.
15825 Shady Grove Rd.
Rockville, MD 20850

New Jersey-American Water
Box 371331
Pittsburgh, PA 15250-7331

New York City Water Board
P O Box 410
New York, NY 10008-0410

North Brunswick Water LLC
P.O. Box 5240
North Brunswick, NJ 88765-240

North Shore Sanitary Dist
P.O. Box 750, Wm Koepsel Dr.
Gurnee, IL 60031-0750

North Wales Water Authority
P.O. Box 1339-200 W Walnut St
North Wales, PA 19454

Northeast Monmouth County
Regional Sewerage Auth.
Monmouth Beach, NJ 07750

Northwest Indiana Water Co
650 Madison St
Gary, IN 46401

Palm Bay Utilities
P.O. Box 30746
Tampa, FL 33630-3746

Pasco County Utility Dept
Post Office Box 2139
New Port Richey, FL 34291-2139

Pennsylvania American
Water Co.
Pittsburgh, PA 15250-7412

Philadelphia Sub. Water
762 Lancaster Ave
Bryn Mawr, PA 19010

EXHIBIT A
(LIST OF UTILITIES)

Pinellas County Utilities
P.O. Box 1780
Clearwater, FL 33517

Plainfield Twp.
6161 Belmont Ave.
Belmont, MI 49306

Prince William County
Service Authority
Woodbridge, VA 22193-0306

PSW Co.
P.O. Box 41519
Philadelphia, PA 19101-1519

Quakertown Borough
P.O. Box 727
Quakertown, PA 18951-0727

Rappaport/Milford Mill
8081 Wolftrap-2nd Floor
Vienna, VA 22182

Regional Water Auth
P.O. Box 9687
Manchester, NH 03108-9687

Ritel Joint Venture
Property #106
Baltimore, MD 21297-1458

Ronald A. Leggett
Collector Of Revenue
St. Louis, MO 63166-6877

Roxbury Township Of
1715 Route 46
Ledgewooda, NJ 07852

Rubloff Development Group, Inc
6277 East Riverside Blvd.
Rockford, IL 61114

Saginaw Twp-Water Dept
P.O. Box 6400
Saginaw, MI 48608

Sanitation District No. 1
P.O. Box 17600
Covington, KY 41017-0600

Schottenstein/Latonia
Centre
Columbus, OH 43207

Second District Water Dept.
164 Water Street
So. Norwalk, CT 06856

Shelby Twp Water Dept
52700 Van Dyke
Utica, MI 48087

Shorelands Water Co.
1709 Union Ave
Hazlet, NJ 07730

South Bend Water Works
P.O. Box 1714
South Bend, IN 46634-1714

South Gate Utilities Inc.
P.O. Box 160609
Altamonte, FL 32716-0609

Southgate Water Dept.
14400 Dix-Toledo
Southgate, MI 48195

Southington Sewer Dept.
P.O. Box 364
Southington, CT 64890-364

St. Clair Shores
27600 Jefferson
St. Clair Shores, MI 48081

St. Petersburg, City Of
P.O. Box 33034
St. Petersburg, FL 33733-8034

Suffolk County Water
P.O. Box 1234
Hicksville, NY 11802-1234

Taunton Water Dept.
City Hall
Taunton, MA 02780

Temua
P.O. Box 467
Evesham, NJ 80530-467

Tenant Services Inc.
P.O. Box 5807
Denver, CO 80217-5807

EXHIBIT A
(LIST OF UTILITIES)

Tig Pennsylvania Li Lp
C/O Konover Management Corp.
Farmington, CT 06034-4054

Town Of Cortlandt
Wilma Partenheimer
Cortlandt, NY 10566

Town Of Greenburgh
Consolidated Water District
Elmsford, NY 10523

Town Of Griffith
111 N. Broad St.
Griffith, IN 46319

Town Of Ulster Water
And Sewer Districts
Lake Katrine, NY 12449

Town Of Vernon
Sewer Dept.
Vernon, CT 06066

Township Of Howell
Box 580
Howell, NJ 07731

Trenton Water Works
P.O. Box 528
Trenton, NJ 8603-0528

Tunxis Plaza Associates
Dept #10115
Hartford, CT 06102-5561

Unionville Water Co
30 Mill St
Unionville, CT0 6085

Valrico Square
C/O Retail Asset Management Inc
Clearwater, FL 33758-5666

Village Of Addison
P.O. Box 4794
Carol Stream, IL 60197-4794

Village Of Bedford Park
P.O. Box 128
Bedford Park, IL 60501-0128

Village Of Bridgeview
7500 S Oketo Ave
Bridgeview, IL 60455

Village Of Carol Stream
P.O. Box 4694
Carol Stream, IL 60197-4694

Village Of Evergreen Park
9418 S. Kedzie Ave
Evergreen Park, IL 60642

Village Of Hillside
P.O. Box 4209
Carol Stream, IL 60197-4209

Village Of Lake Zurich
Water And Sewer Department
Lake Zurich, IL 60047

Village Of Libertyville
Water Department
Carol Stream, IL 60197-4299

Village Of Lombard
255 E. Wilson Ave
Lombard, IL 60148

Village Of Morton Grove
6101 Capulina
Morton Grove, IL 60053

Village Of Mt. Prospect
P.O. Box 4297
Carol Stream, IL 60197-4297

Village Of N. Riverside
2401 S. Desplaines Ave.
North Riverside, IL 60546

Village Of Orland Park
P.O. Box 426
Orland Park, IL 60462

Village Of Round Lake Beach
224 West Clarendon Drive
Round Lake Beach, IL 60073-1811

Village Of Schaumburg
P.O. Box 5919
Carol Stream, IL 60197-5919

Village Of Woodridge
5 Plaza Dr.
Woodridge, IL 60517

EXHIBIT A
(LIST OF UTILITIES)

Virginia-American Water Co
P.O. Box 75102
Baltimore, MD 21275-0102

Wall Township Water & Sewer
P.O. Box 1168
Wall, NJ 07719-1168

Warminster Municipal Auth
415 Gibson Ave.
Warminster, PA 18974

Washington Suburban Sanit
14501 Sweitzer Lane
Laurel, MD 20707-5902

Water Authority Of
Western Nassau County
Floral Park, NY 11002-2012

Water Boy, Inc.
4454 19th Street Court East
Brandenton, FL 34203

Water Revenue Bureau
P.O. Box 41496
Philadelphia, PA 19101-1496

Waterford Twp. W/S Dept
5240 Civic Center Dr
Waterford, MI 48329

Waterworks Dep Of
Public Utilities
Newport News, VA 23607-0979

Waukegan, City Of
Water Dept
Waukegan, IL 60085

West Goshen Township
1025 Paoli Pike
West Chester, PA 19380

West Hempstead Water
575 Birch St
West Hempstead, NY 11552

West Mifflin Sanitary Sewer
Legal Tax Service Inc.
Pittsburgh, PA 15236-6020

West Whiteland Township
Sewer & Water Account
Exton, PA 19341

Western Monmouth Utilitie
P.O. Box 390
Englishtown, NJ 07726

Westland, City Of
P.O. Box 55000
Detroit, MI 48255-1807

Wheaton Sanitary
P.O. Box 626
Wheaton, IL 60187

Whitehall Twp. Authority
1901 Schadt Avenue
Whitehall, PA 18052

Wood County Regional Water Sew
P.O. Box 348
Bowling Green, OH 43402-0348

Woodhaven Water Dept
21840 Van Horn
Woodhaven, MI 48183

At & T Wireless Services
P.O. Box 129
Newark, NJ 07101-0129

Intercall
P.O. Box 281866
Atlanta, GA 30384-1866

AT&T Wireless Services
P.O. Box 8220
Aurora, IL 60572-8220

Verizon Wireless
Great Lakes
St. Louis, MO 63179-0292

Nextel Communications
P.O. Box 6220
Carol Stream IL 60197-6220

EXHIBIT A
(LIST OF UTILITIES)

Connecticut Refining
105 Water Street
West Haven CT 06516

Robison Oil Inc.
500 Executive Blvd.
Elmsford, NY 10523

Carroll Independent Fuel Co.
2700 Loch Raven Road
Baltimore, MD 21218-4700

Sippin Management Co.
P.O. Box 220
Monroe, CT 06468

Baltimore Gas & Electric Co.
P.O. Box 1431
Baltimore, MD 21203

Arundel Gas and Water Co.
Post Office Box 88
Edgewater, MD 21037

Semco Energy Gas Co.
P.O. Box 5005
Port Huron, MI 48061-5005

Keyspan Energy
P.O. Box 888
Hicksville, NY 11815-0001

Bay State Gas
P.O. Box 4310
Woburn, MA 18884-310

Cinergy/CG&E
P.O. Box 740444
Cincinnati OH 45274-0444

Central Hudson Gas Co.
284 South Ave. Dept. 100
Poughkeepsie NY 12601-4839

Connecticut Refining Co.
P.O. Box 9545
New Haven, CT 06535

Citizens Gas & Coke Utility
2020 North Meridian St.
Indianapolis, IN 46202-1306

City of Naperville
400 South Eagle St
Naperville, IL 60566-7020

Berkshire Gas Co.
P.O. Box 9166
Chelsea, MA 02150-9166

Holland Board of Public Works
625 Hastings Ave.
Holland, MI 49423-5475

Keyspan Engery Delivery
P.O. Box 4300
Woburn, MA 01888-4300

Connecticut Natural Gas
P.O. Box 2411
Hartford, CT 06146-2411

Con Edison
JAF Station
New York, NY 10060-0016

Columbia Gas of Ohio
P.O. Box 182007
Columbus, OH 43218-2007

Peoples Gas Light & Coke Co.
Chicago, IL 60687-00001

Peoples Natural Gas
P.O. Box 219703
Kansas, MO 64121-9703

Columbia Gas
P.O. Box 27648
Richmond, VA 23261

Consumers Energy
Lansing, MI 48937-0001

EXHIBIT A
(LIST OF UTILITIES)

Dayton Power & Light Co.
5611 Merily Way
Huber Hts., OH 45424

Illinois Power Company
P.O. Box 2522
Decatur, IL 62525-2522

Indiana Gas Company, Inc.
P.O. Box 7136
Indianapolis, IN 46207-7136

GPU Energy
P.O. Box 203
Allenhurst, NJ 07709

Knoxville Utilities Board
P.O. Box 59017
Knoxville, TN 37950-9017

Laclede Gas Co.
Drawer 2
St. Louis, MO 63171

Louisville Gas and Electric
P.O. Box 32000
Louisville, KY 40232

Lipa/Brooklyn Union
P.O. Box 888
Hicksville, NY 11815

Michcon
P.O. Box 900
Detroit, MI 48268-0900

Reliant Engery Minnegasco
P.O. Box 86/SDS 10-0031
Minneapolis, MN 55486-0031

Nicor
Box 2020
Aurora, IL 60507

New Jersey Natural Gas
P.O. Box 1378
Wall, NJ 07719

Semco Energy
P.O. Box 5005
Port Huron, MI 48061-5005

North shore Gas Co.
P.O. Box 0
Chicago, IL 60690-3991

Northern Indiana Public Serv.
P.O. Box 13007
Merrillville, IN 46113-007

XCEL Engery
P.O. Box 9477
Minneapolis, MN 55484

PSE & G Co.
P.O. Box 14106
New Brunswick, NJ 08906-4106

Philadelphia Gas Works
P.O. Box 7789
Philadelphia PA 18101-7789

PECO Energy
P.O. Box 13437
Philadelphia, PA 19101

Royal Petroleum corp.
P.O. Box 16846
Philadelphia, PA 19142

South Jersey Gas
P.O. Box 6000
Folsom, NJ 08037-6000

Southern Connecticut Gas Co.
P.O. Box 9231
Chelsea, MA 02150-923

St. Charles Gas Co.
Drawer 2
St. Louis MO 63171

Cinergy/ULH&P
Dept. 282
Cincinnati, OH 45274-0282

UGI Corporation
P. O. Box 13009
Reading PA 19612

Washington Gas
P.O. Box 96502
Washington, WA 20090-6502

Virginia National Gas
P.O. Box 79096
Baltimore, MD 21279-0096

EXHIBIT A
(LIST OF UTILITIES)

Yankee Gas Services Co.
P.O. Box 1049
Meriden, CT 06450-1049

Robison Oil
500 Executive Blvd.
Elmsford, NY 10523

Vitale Bottled Gas
1589 Lakeland Avenue
Bohemia, NY 11716

Westfield Gas & Electric Light
100 Elm St.
Westfield, MA 01086-0870

Peoples Engery
P.O. Box 6239
Carol Stream, IL 60197-6239

Equitable Gas Company's
200 Allegheny Center
Pittsburgh, PA 15212

Rubloff Development Group, Inc.
6277 East Riverside Blvd.
Rockford, IL 61114

Carnegie Natural Gas Company
800 Regis Avenue
Pittsburgh, PA 15236-1489

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